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Al A. Cheneler, P.A.
Attorney At Law

2265 Lee Road, Suite 125
Winter Park, Florida 32789

(407) 628-2804
Fax 628-4853

December 31, 1996

*Return to
PIL ASFP*

Attorneys' Title Insurance Fund
660 E. Jefferson Street
Suite 200
Tallahassee, Fl 32301

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RE: MALACHITE LANDSCAPE SERVICES, INC.

For the above-referenced corporation, enclosed please find the following:

1. The original signed Articles of Incorporation;
2. A copy of the Articles of Incorporation;
3. A check in the amount of \$122.50 made payable to the Secretary of State; and
4. A check in the amount of \$10.00 to our Attorneys' Title Insurance Fund account.

The enclosed check to the Secretary of State will cover the following fees:

Filing Fee	35.00
Certified Copy	52.50
Registered Agent Designation	35.00
Total:	\$122.50

Please return the certified copy of the Articles of Incorporation to this office via your Orlando branch office.

Thank you for your prompt attention to this matter.

Sincerely,
Signed for Mr. Cheneler in
his absence to avoid delay
in mailing.

Al A. Cheneler

Enclosures

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TALLAHASSEE, FLORIDA

mc 1/3/97

**ARTICLES OF INCORPORATION
OF
MALACHITE LANDSCAPE SERVICE, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is:

MALACHITE LANDSCAPE SERVICE, INC.

The principal place of business of this corporation shall be 1067 Brielle Ct., Oviedo, FL 32765.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

NATURE OF BUSINESS

This corporation may engage in or transact any of all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 7,500 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1067 Brielle Ct., Oviedo, FL 32765, and the name of its initial registered agent is Laurinda F. Suydam.

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MALACHITE LANDSCAPE SERVICE, INC.
OVIEDO, FLORIDA

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is one. The number of directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of the initial director of the corporation is as follows:

Laurinda F. Suydam
1067 Brielle Ct.
Oviedo, FL 32765

ARTICLE VII

INCORPORATORS

The name and address of each incorporator is as follows:

Al A. Cheneler, Esquire
2265 Lee Road, Suite 125
Winter Park, Florida 32789

ARTICLE VIII

OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President - Laurinda F. Suydam
Secretary - Laurinda F. Suydam
Treasurer - Laurinda F. Suydam

**ARTICLE IX
INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X

BYLAWS

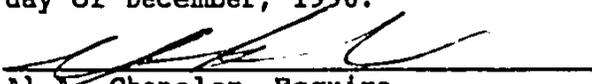
The power to adopt, alter, amend or repeal Bylaws shall be vested in the board of directors of this corporation.

ARTICLE XI

AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the board of directors at any annual or special meeting, provided at least ten (10) days written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to the Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

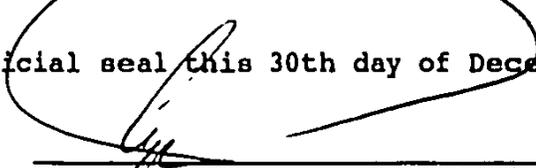
IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 30th day of December, 1996.


Al A. Cheneler, Esquire
2265 Lee Road, Suite 125
Winter Park, Florida 32789

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared AL A. CHENELER, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal this 30th day of December, 1996.

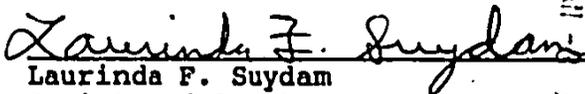

Notary Public, State of Florida

DESIGNATION OF REGISTERED AGENT

MALACHITE LANDSCAPE SERVICE, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at Orlando, Florida, had and does by these presents name Laurinda F. Suydam as its agent to accept service of process within this State.

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named to accept service of process of the above named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relating to keeping open said office.
DATED this 30th day of December, 1996.


Laurinda F. Suydam
Registered Agent

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